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October 6, 2005

*Via Facsimile to David Sherbin – 248-813-2670 and
certified mail – return receipt requested to both*

Delphi Corporation
David Sherbin, General Counsel
5725 Delphi Drive
Troy, MI 48098-2815

Delphi Corporation
Registered Agent – The Corporation Company
30600 Telegraph Rd.
Bingham Farms, MI 48025

**Re: Lien on Special Tools
P/N 22209497**

Dear Sirs:

This letter serves as an Amendment to my October 4, 2005 correspondence regarding the 90 day notice under the Michigan Special Tools Lien Act. I have been informed that Delphi Corporation is the owner of the above-referenced tool/die that was provided and worked on by Eclipse Tool & Die, Inc. The tool/die was requested via purchase order by Metalforming Technologies, Inc. for MTI's plants in Milan and Saline Michigan.

Enclosed please find a copy of the UCC-1 Financing Statements filed with the Michigan Secretary of State along with the purchase orders from Metalforming Technologies, Inc. and the invoices from Eclipse Tool & Die, Inc. with respect to perfecting our special toolmakers lien on the above-referenced special tool/die. Eclipse Tool & Die, Inc. currently has outstanding charges of One Hundred Twenty Three Thousand One Hundred Thirty Dollars and 00/100 (\$123,130.00) with respect to the work performed on the above referenced special tool/die. Pursuant to the Michigan Special Tools Lien Act, MCLA 570.565, Delphi Corporation is given notice that we are claiming a lien in the amount of One Hundred Twenty Three Thousand One Hundred Thirty Dollars and 00/100 (\$123,130.00) on the above-referenced tool/die. Demand is hereby made for payment in that amount. The Michigan Special Tools Lien Act provides that:

The lien remains valid until the first of the following events takes place:

- a. The special tool builder is paid the amount owed by the customer or the end user.

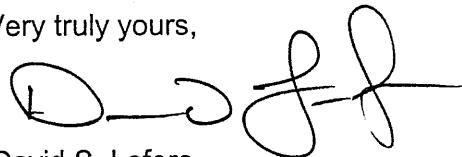
Delphi Corporation
Page 2
October 6, 2005

b. The customer receives a verified statement from the end user that the end user has paid the amount for which the lien is claimed. MCL 570.563(5).

There is currently a hearing scheduled in the Delaware Bankruptcy Court for Thursday, November 7, 2005, on Eclipse's Motion for Lift of Stay requesting that Eclipse be allowed to reclaim the above referenced part pursuant to the Michigan Special Tools Lien Act. Eclipse will have no option but to enforce its lien and repossess the tool/die if payment is not made. Upon receipt of payment Eclipse will be happy to release our lien and terminate the financing statements.

If you have any questions or comments, please feel free to contact me at your earliest convenience.

Very truly yours,



David S. Lefere

DSL/asf
Enclosure

c: Eclipse Tool & Die, Inc.

05-44481-rdd Doc 1021-7 Filed 11/11/05 Entered 11/11/05 11:13:17 Exhibit Date: 04/08/05
ECLIPSE TOOL & DIE Pg 3 of 13
4713 CIRCUIT COURT
WAVERLY, MI 49348
Phone: (616) 877-3717
Fax: (616) 877-3712

I N V O I C E

Page No. 1

Invoice Number: 6229

Sold To: -----

ACCOUNTS PAYABLE
MTI - SALINE
905 WOODLAND DRIVE

SALINE, MI 48176

Ship To: -----

MTI - SALINE



(734) 429-6218 (734) 944-0523

=====

Customer Order No.: 5205

Job Number: 6272

Terms: Net 30

=====

Quantity	Description	Item Total
----------	-------------	------------

P.O. 5205	\$1,130.00
100 SPRING SEAT @ \$11.30 EACH	
ALL PARTS HAVE BEEN SHIPPED.	
SHIPPER # 5461	
P/N 22209497	
Date Shipped: 04/06/2005	

Invoice Subtotal:	\$1,130.00
Tax Rate: 0.000	
Invoice Grand Total:	\$1,130.00

Total payment due on: 05/08/2005

THANK YOU FOR YOUR BUSINESS

A SERVICE CHARGE OF 1.5 % PER MONTH (18 % PER ANNUM) WILL BE CHARGED ON ALL AMOUNTS DUE AFTER PAYMENT DUE DATE.

713 CIRCUIT COURT
AYLAND, MI 49348
hone: (616) 877-3717
ax: (616) 877-3712

Pg 4 of 13

I N V O I C E

Page No. 1

Invoice Number: 6232

Sold To: -----

ACCOUNTS PAYABLE
MTI -SALINE
905 WOODLAND DRIVE

SALINE, MI 48176

Ship To: -----

MTI -SALINE



(734) 429-6218 (734) 944-0523

Customer Order No.: 4936

Job Number: 6167

Terms: Net 30

Quantity

Description

Item Total

P.O. 4936	\$122,000.00
PROGRESSIVE TOOL	
P/N 22209497 SPRING SEAT	
ACT# 1349	
SHIPPER # 5475	
ALL WORK/ BUY OFF COMPLETE	
Date Shipped: 04/25/2005	

p.o. States net 60 days

Invoice Subtotal:	\$122,000.00
Tax Rate: 0.000	
Invoice Grand Total:	\$122,000.00

Total payment due on: 05/26/2005

THANK YOU FOR YOUR BUSINESS

SERVICE CHARGE OF 1.5 % PER MONTH (18 % PER ANNUM) WILL BE CHARGED ON ALL AMOUNTS DUE AFTER PAYMENT DUE DATE.

UCC filed



TOOLING PURCHASE ORDER

Purchase Order No. 4936

Date Issued 12-Aug-04

Engineer GK

ECLIPSE TOOL & DIE INC.
4713 CIRCUIT CT.
WAYLAND, MI 49348

Part No.	22209497	Part Name	SPRING SEAT	Account Number	SO #1349
Quote No.	28536	Dated	8/10/04	F.O.B.	SALINE, MI
B/P Level	O2	Dated	6/4/04	Customer P.O. No.	DCM94192
Item	Quantity	Description			Cost
1	1	PROGRESSIVE DIE			\$122,000.00
2					
3					
4					
			TOTAL	\$122,000.00	

Delivery Schedule

Sample Due Date	12/8/04	Material Specification	STEEL UNSG1009
Tool Due Date	12/22/04	Quoted Material Size (Less than or equal to)	.118 X 7.5W X 6.5P

Quoted Press Specifications - Press#Secondary Press Specifications - Press#

N/A

N/A

Quality Requirements

6 pc full layout
 30 pc Cap. Study on MTI Dimensions (CP / CPK Min. 1.67 Req'd on MTI selected dimensions/locations)
 300 pc sample run at vendor facility
 1,000 pc uninterrupted run with MTI facility

Payment Terms

Net 60 days

General Notes

- 1) Weekly Tool Progress Reports.
- 2) Amendment #1 revises the tool due date which was incorrect.

By:

Authorized Signature

Engineering Manager

Suppliers Acknowledgement / Date (Return to MTI)

Finance (If Applicable)

Please see attached sheet for terms and conditions of this contract

The term "Buyer" means Metalforming Technologies, Inc. The term "Seller" means vendor to Metalforming Technologies, Inc.; Either a person, company or corporation accepting this purchase order.

The term "Tool" or "Tools" means dies, aids, models, gages, jigs, fixtures, special machine/equipment and prototype parts, complete or partially complete.

- A. A tool design approved by Metalforming Technologies, Inc. pertains to design concept and does not release the Seller of the responsibility of building the tools capable of repetitively producing parts to the print, and for the production pieces per hour as indicated on Metalforming Technologies, Inc. request for quote.
- B. The Seller agrees that in the event of fire and/or an act of god; or in the event of the Seller's financial difficulty and/or labor dispute; or in the event that the Seller is unable to complete the tools as outlined in paragraph "A" above, Seller agrees to relinquish all tools at Seller's cost of material and cost of direct labor up to the time of work stoppage.
- C. Metalforming Technologies, Inc. agrees to pay Seller cost of material and cost of direct labor up to the time of work stoppage, including soft tooling (I.E. Kertsite, Zinc Alloy, etc.), provided such tooling can be reasonably used to complete the tooling design as outlined in paragraph "A" above.
- D. After work stoppage has been resolved and within one year, Seller has the option of repurchasing the soft tooling at the price per pound as was paid by Metalforming Technologies, Inc. to Seller, plus the cost of any improvements made by Metalforming Technologies, Inc.
- E. In no event shall the charge for tools, dies, parts, etc. to Metalforming Technologies, Inc. be greater than the Seller's quoted price.
- F. Die/Machine tryout for dimensional sample approval will be done at Metalforming Technologies, Inc. facility. The Supplier will provide a representative for Die/Machine Tryout.
- G. Payment for dies/machines will be made after the following conditions have been satisfied.
 - 1. 75% Payment - 30 days from dimensional approval of samples produced at Metalforming Technologies, Inc. facility. (See "F" above) A dimensionally approved "Tooling Acceptance Report" (copy faxed to Supplier upon approval) must accompany the suppliers invoice (any invoice not having a "Tooling Acceptance" attached will be returned to Supplier).
 - 2. 25% Payment - 30 days from "Production Approval" date on approved "Tooling Acceptance Report". Metalforming Technologies, Inc. will attempt production approval run within 30 days of dimensional approval date as defined in G-1 above. If Metalforming Technologies, Inc. does not attempt to run production part within 30 days of "Dimensional Approval" date, the balance (25%) will be paid to supplier at end of 30 days.
 - 3. If both dimensional approval and production approval can be accomplished at the same time, Metalforming Technologies, Inc. will make 100% payment in 30 days.
 - 4. In all cases, the supplier should invoice Metalforming Technologies, Inc. 100% of the tool/machine upon dimensional approval and Metalforming Technologies, Inc. will make proper % payments from invoice.
- H. Payment for gages and fixtures will be 100% upon receipt of gages/fixtures and approval of the Gage Engineer and Project Engineer. See attached/fixture approval" form.
- I. In the instances where parts fabricated from dies/machines at Metalforming Technologies, Inc. facilities have not been approved (either dimensional approval or production approval), the Buyer shall have three options:
 - 1. Have the tools returned to Seller's plant at Seller's expense and Seller to do whatever necessary to comply with paragraph "A" expeditiously.
 - 2. Seller to provide at Seller's expense the number of qualified journeymen to Buyer's Plant to do whatever necessary to comply with paragraph "A" expeditiously.
 - 3. Authorize Buyer on a time and material basis to charge back to Seller the Buyer's direct cost using whatever means necessary, either in-house or outsourced, in order to comply with paragraph "A" expeditiously.
- J. In the event the delivery date as indicated and agreed upon on this purchase order is not kept., Seller agrees to relinquish all tools, aids, etc. under the terms and conditions as set forth in paragraphs C, D, and E.

Metalforming Technologies Inc.
Tool Buyoff Check List

1

Exhibit
Shop Order No: 14401
Purchase Order Date: 8-12-04
Purchase Order No: 4936
Tool No: F780

Vendor: GE CLOUD MFG TOOL
Due Date: 12-22-04
Part Name: 51-1675
Part No: 22209497

I. General Specifications

1. Ball bearing die sets?
Do die details have jack screws or pry slots?
3. Are drain holes present in spring pockets or nitrogen cylinder pockets?
4. Does die shoe have tapped handling holes (upper & lower)?
5. Are all dowel holes drilled with through hole?
6. Are all sharp corners broke?
8. Are all slides, gibbs, and keepers equipped with grease fittings?
10. Are all pilot holes cleared through shoe?
12. Does die have scrap cutter?
11. Are all notching, forming, and cut-off sections heeled where required?
11. Are there any welded sections present?
12. (A) Does the die produce multiple parts? If so,
 - (B) Is there a change over required within the die? If so,
 - (C) Are there detailed change over instructions? If so,
 - (D) Are details clearly marked to aid quick changeover?
13. Do stop blocks have lead groove? Depth: .050
14. Is die painted and primed per specs?
15. Is there sufficient slug clearance (no ledges)?
16. Secondaries:
 - (A) Gaging: parts locate easily, proper lead on gaging
 - (B) Error proofing is incorporated
17. Have spare details been provided?
18. Appearance: burrs, non-functional corners
19. Are strips easily fed into progressive dies?

	Y/N	Comments
1.	Y	
3.	Y	
4.	Y	
5.	Y	
6.	Y	
8.	Y	
10.	Y	
12.	Y	
11.	N	
(A)	N	
(B)	N	
(C)	N	
(D)	N	
13.	Y	
14.	Y	
15.	Y	
16.	N/NC	
17.	N/NC	
18.	Y	
19.	Y	

		R-L	97.5	F-B	31.5		Comments	2
20.	Die size:							
21.	Final coil width:	Width	600	Thickness				
22.	Press tonnage used at run-off:							
23.	Tonnage required:	RF	1000	RF	1000			
24.	Lead hit readings:	SS RR	050	LF	050			
25.	Cushion pressure required if used and /or nitrogen system:							
26.	Has MTI received samples and strips run at the tool source?							
27.	Has MTI received all die drawings and a bill of material?							
28.	Are date stamps and part stamp present in die?							
29.	Has MTI received certification of dimensions to the part print?							
31.	Are wear surfaces and fittings lubricated?							
	Are pilot holes cleared for slug drop?							
II. Cutting Steels								
1.	Are heavy duty Ball Lock punches used?							
(A)	Do all punches have manufacturers identification numbers?							
	Ball lock punches & pilots							
	Can these be removed without pulling stripper pad?							
	Punch & Button Retainers							
	Are there hardened backing plates mounted to retainers?							
4.	D-2 material used for trim steels?							
5.	Are shedder pins used wherever possible?							
	Are cutting steels designed for ease of sharpening?							
	Are there any forming operations included in any cutting steels?							
8.	Are pierce holes near high limit?							
9.	Are trims built with positive mismatch?							
10.	Do punches have shear and/or stagger?							

Entered 11/11/05 Bg 8 @ 13 Doc 1021-7

VIII. Identification

1. Are all die details stamped for steel identification and Rockwell?
2. Are all die details stamped with detail no.?
3. The following information is stamped on the die:
Part number, Stock Width, Stock Progression, Stock Thickness,
Shut Height, Weight (Upper, Lower and Total).
4. A Tool Information Tag is fastened to the die.
5. A Nitrogen Information Tag is fastened to the die.

Comments

John M. Miller 4/19/05

—	Comments	—
—	M.P.T. 2.0.0.C.0.C.0.C.Y	
—		
Y		
—		
Y		
Y		
Y		



PROTOTYPE PURCHASE ORDER

Purchase Order No. 5205

Date Issued 05-Apr-05

Engineer GK

Eclipse Tool & Die Inc.
4713 Circuit Ct.
Wayland, MI 49348

Part No. 22209497 Part Name SPRING SEAT Account Number SO #1481P

Quote No. E-MAIL Dated 4/5/05 F.O.B. MTI SALINE

B/P Level O1 Dated 8/20/04 Customer P.O. No. 421025

Item	Quantity	Description	Cost
1	100	SPRING SEAT @ \$11.30 EACH	\$1,130.00
2			
3			
4			
5			
6			
TOTAL			\$1,130.00

Delivery Schedule

Sample Due Date 4/8/2005 OR SOONER Material Specification TRYOUT MATERIAL

Quality Requirements

6 PC FULL LAYOUT FOR EACH PART WITH PART DELIVERY.
AND PROCESSES.

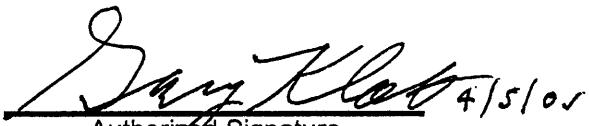
Payment Terms

NET 60 DAYS

General Notes

1) Weekly Progress Reports.

By:



Authorized Signature



Engineering Manager

Suppliers Acknowledgement / Date (Return to MTI)

Finance (If Applicable)

Please see attached sheet for terms and conditions of this contract

UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]

Patty DeGood 616-877-3717

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Eclipse Tool & Die inc.
4713 Circuit Ct
Wayland, MI 49348

UCC Account # E183UC

Michigan Department of State - Uniform Commercial Code



2005114007-3 06/24/05 05:00 PM

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE #

2004183877-7

1b. This FINANCING STATEMENT AMENDMENT is
 to be filed (or record) (or recorded) in the
 REAL ESTATE RECORDS

2. TERMINATION: Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination Statement.

3. CONTINUATION: Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.

4. ASSIGNMENT (full or partial) Give name of assignee in item 7a or 7b and address of assignee in item 7c; and also give name of assignor in item 8.

5. AMENDMENT (PARTY INFORMATION): This Amendment affects Debtor Secured Party of record. Check only one of these two boxes.

Also check one of the following three boxes and provide appropriate information in items 6 and/or 7.

CHANGE name and/or address. Please refer to the detailed instructions DELETE name: Give record name
to be deleted in item 6a or 6b. ADD name: Complete item 7a or 7b, and also item 7c;
if applicable, also complete items 7e-7g if applicable.

6. CURRENT RECORD INFORMATION:

6a. ORGANIZATION'S NAME

CRESIVE DIE AND TOOL,INC.

OR 6b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

7. CHANGED (NEW) OR ADDED INFORMATION:

7a. ORGANIZATION'S NAME

CRESIVE DIE AND TOOL,INC.

OR 7b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

7c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

905 WOODLAND DR. E. SALINE MI 48176

7d. SEE INSTRUCTIONS ADDL INFO RE 7e. TYPE OF ORGANIZATION 7f. JURISDICTION OF ORGANIZATION 7g. ORGANIZATIONAL ID #, IF ANY

ORGANIZATION
DEBTOR

INCORPORATION

MICHIGAN

108465

NONE

8. AMENDMENT (COLLATERAL CHANGE): check only one box

Describe collateral deleted or added, or give entire restated collateral description, or describe collateral assigned

9. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT (name of assignor, if this is an Assignment); if this is an Amendment authorized by a Debtor which adds collateral or adds the authorizing Debtor, or if this is a Termination authorized by a Debtor, check here and enter name of DEBTOR authorizing this Amendment

9a. ORGANIZATION'S NAME

Eclipse Tool & Die inc.

OR 9b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

10. OPTIONAL FILER REFERENCE DATA

PO# 4936

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

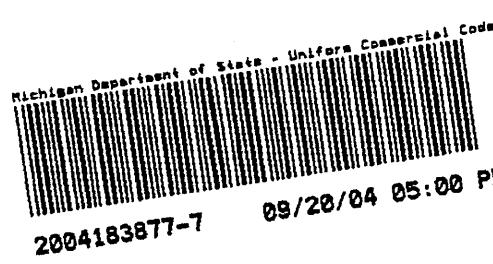
A. NAME & PHONE OF CONTACT AT FILER [optional]

Patty DeGood 616-877-3717

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Eclipse Tool & Die inc.
4713 Circuit CT
Wayland, MI 49348

UCC Account # E183UC



THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME CRESIVE DIE AND TOOL, INC.				
OR 1b. INDIVIDUAL'S LAST NAME				
1c. MAILING ADDRESS 905 WOODLAND DR. E.		FIRST NAME SALINE	MIDDLE NAME	SUFFIX
		STATE MI	POSTAL CODE 48176	COUNTRY
1d. SEE INSTRUCTIONS <input type="checkbox"/> ADD'L INFO RE <input type="checkbox"/> ORGANIZATION <input type="checkbox"/> DEBTOR	1e. TYPE OF ORGANIZATION INCORPORATION	1f. JURISDICTION OF ORGANIZATION MICHIGAN	1g. ORGANIZATIONAL ID #, if any 108465	<input type="checkbox"/> NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME				
OR 2b. INDIVIDUAL'S LAST NAME				
2c. MAILING ADDRESS		FIRST NAME	MIDDLE NAME	SUFFIX
2d. SEE INSTRUCTIONS <input type="checkbox"/> ADD'L INFO RE <input type="checkbox"/> ORGANIZATION <input type="checkbox"/> DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any	<input type="checkbox"/> NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME Eclipse Tool & Die inc.				
OR 3b. INDIVIDUAL'S LAST NAME				
3c. MAILING ADDRESS 4713 Circuit CT		FIRST NAME Wayland	MIDDLE NAME	SUFFIX
		STATE MI	POSTAL CODE 49348	COUNTRY U.S.A.

4. This FINANCING STATEMENT covers the following collateral:

Progressive Die Complete for P/N 22209497, Eclipse Tool & Die inc. Job No. 6167; all attachments, accessions, fittings, increases, tools, parts, repairs, supplies, engineering changes, and commingled goods relating to the foregoing property, and all additions, replacements of and substitutions for all or any of the foregoing property.

5. ALTERNATIVE DESIGNATION [if applicable]:	<input type="checkbox"/> LESSEE/LESSOR	<input type="checkbox"/> CONSIGNEE/CONSIGNOR	<input type="checkbox"/> BAILEE/BAILOR	<input type="checkbox"/> SELLER/BUYER	<input type="checkbox"/> AG. LIEN	<input type="checkbox"/> NON-UCC FILING	
6. <input type="checkbox"/> This FINANCING STATEMENT is to be filed [or record] (or recorded) in the REAL ESTATE RECORDS. Attach Addendum	<input type="checkbox"/> If applicable		7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) [optional] [ADDITIONAL FEE]		All Debtors	Debtor 1	Debtor 2

8. OPTIONAL FILER REFERENCE DATA

PO#